

N96000004034  
TOMMY E. McPHERSON  
ATTORNEY AT LAW

601 NEW WARRINGTON ROAD - PENSACOLA, FLA. 32506  
TELEPHONE 453-9549 AREA CODE 904

July 16, 1996 TALLAHASSEE, FLORIDA

Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800001899498  
-07/19/96--01054--003  
\*\*\*131.50 \*\*\*131.50

RE: Boys' Base, Inc.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for the Boys' Base Inc., and our check in the amount of \$131.50 computed as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$52.50
Registered Agent Designation.....	\$35.00
Certificate Under Seal.....	\$ 8.75

SE  
ENC-1  
FBI  
JUL 16 1996  
TALLAHASSEE, FLORIDA

Please certify the copy of the articles and return it to my office at the address above. I appreciate your assistance in this matter.

Sincerely yours,

Tommy E. McPherson  
Tommy E. McPherson

TEM/rm  
Enclosures

WFO  
8/1/96  
15494  
7/21/96  
7/21/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 24, 1996

TOMMY E. MCPHERSON, ESQ.  
601 NEW WWARRINGTON RD  
PENSACOLA, FL 32350-6

SUBJECT: BOYS' BASE, INC.  
Ref. Number: W96000015494

We have received your document for BOYS' BASE, INC. and your check(s) totaling \$131.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 396A00035617

ARTICLES OF INCORPORATION  
OF  
BOYS' BASE, INC.

FILED  
25 AUG -1 PM 3:14  
TALLAHASSEE, FLORIDA

ARTICLE I  
Corporate Name

The name of this corporation is the BOYS' BASE, INC.

ARTICLE II  
Corporate Nature

This is a nonprofit corporation, organized solely for general education and charitable and benevolent purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III  
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV  
General and Specific Purposes

BOYS' BASE, INC. is a non-profit corporation serving the educational needs of juveniles. The corporation has been established to extend entrepreneurship education into a real-world business structure. Specific objectives of BOYS' Base, Inc. include:

(a) Provide financial management of juvenile entrepreneurship activities.

(b) Provide technical assistance for business initiatives which promote an entrepreneurial learning process.

ARTICLE V  
Management of Corporate Affairs

(a) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be a maximum of Ten (10) members, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office for one year, at which time an annual election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held on the first Monday in February of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Dr. Godfrey Franklin	11000 University Parkway Pensacola, FL 32514
Dr. John S. Platt	11000 University Parkway Pensacola, FL 32514
Dr. Daniel J. Kaezynski	11000 University Parkway Pensacola, FL 32514

President:	Dr. Godfrey Franklin	11000 University Parkway Pensacola, FL 32514
Treasurer:	Dr. John S. Platt	11000 University Parkway Pensacola, FL 32514
Secretary:	Dr. Daniel J. Kaczynski	11000 University Parkway Pensacola, FL 32514

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII Subscribers

The names and mailing addresses of the Subscribers of this corporation are as follows:

Dr. Godfrey Franklin	11000 University Parkway Pensacola, FL 32514
Dr. JOHN S. Platt	11000 University Parkway Pensacola, FL 32514
Dr. Daniel J. Kaczynski	11000 University Parkway Pensacola, FL 32514

ARTICLE IX  
Amendment of Bylaws

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE X  
Dedication of Assets

The property of this corporation is irrevocably dedicated to education and charitable purposes, and no part of the net income or assets of this corporation shall ever insure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI  
Registered Agent and Office

The address of the corporations registered office shall be Pensacola Boys' Base, Building 3780, Corry Station, Pensacola, FL 32511, and the mailing address is the same. The name of its registered agent at said address shall be JUDITH R. HOOD.

ARTICLE XII  
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members of their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 5<sup>th</sup> day of July, 1996.

Franklin  
Subscriber - DR. GODFREY FRANKLIN

Dr. John S. Platt  
Subscriber - DR. JOHN S. PLATT

Dr. Daniel J. Kozynski  
Subscriber - DR. DANIEL J. KOZYSKI

Judith R. Hood  
Registered Agent  
JUDITH R. HOOD

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared the Subscribers and Registered Agent, to me personally known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument upon oath.

SWORN TO and subscribed before me this 5<sup>th</sup> day of July, 1996.

Robin M. McPherson  
NOTARY PUBLIC  
My Commission Expires: 11-7-99



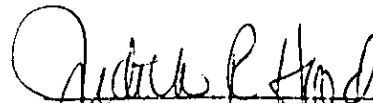
Robin M. McPherson  
MY COMMISSION # CC506220 EXPIRES  
November 7, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.



ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at Pensacola Boys' Base, Boys' Base Inc., Building 3780, Corry Station, Pensacola, Florida 32511. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 5<sup>th</sup> day of July, 1996.



RESIDENT AGENT -  
JUDITH R. HOOD